

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Goldman Sachs Lending Partners LLC
Name of Transferee

SPCP Group LLC
Name of Transferor

Name and Address where notices to transferee should be sent:

Goldman Sachs Lending Partners LLC
c/o Goldman, Sachs & Co.
30 Hudson Street, 36th Floor
Jersey City, NJ 07302
Attn: Lauren Day
Email: gsd.link@gs.com Tel: (212)934-3921

Court Claim # (if known): 66498 (amending 29967, amending 4261)

Amount of Claim: \$4,352,477.19

Date Claim Filed: 4/5/2010

Debtor: Lehman Brothers Special Financing Inc.

With a copy to:

Richards Kibbe & Orbe LLP
Attn: Managing Clerk
One World Financial Center
New York, NY 10281

Phone: 212-934-3921

Last Four Digits of Acct #: _____

Phone: _____

Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____

Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 

Goldman Sachs Lending Partners LLC

Date: May 21, 2010

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, 18 Y.S.C. §§ 152 & 3571.

Nancy Y. Kwok
Authorized Signatory

EXHIBIT B

FORM OF EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, SPCP Group LLC, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd. ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs Lending Partners LLC ("Purchaser") 100% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of Title 11 of the United States Code (the "Bankruptcy Code")) against Lehman Brothers Special Financing Inc. (the "Debtor"), the debtor in Case No. 08-13888 pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") and the relevant portion of any and all proofs of claim (Nos. 4261, 29967, and 66498) filed by Seller with the Bankruptcy Court in respect of the foregoing claim.

Seller hereby waives any objection to the transfer of the claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing claim, recognizing Purchaser as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this 14 day of May 2010.

SPCP GROUP LLC, AS AGENT FOR
SILVER POINT CAPITAL FUND, L.P. AND
SILVER POINT CAPITAL OFFSHORE FUND,
LTD

By: Stacey Hatch
Name: Stacey Hatch
Title: Authorized Signatory

GOLDMAN SACHS LENDING PARTNERS LLC

By: 

Name:

Title:

Nancy Y. Kwok
Authorized Signatory